

FACTUAL BACKGROUND

8. The allegations contained in Paragraph 8 of the Complaint are admitted.

9. The allegations contained in Paragraph 9 of the Complaint are admitted.

10. The Defendant is without sufficient knowledge to neither admit nor deny the allegations contained in Paragraph 10 of the Complaint.

11. The allegations contained in Paragraph 11 of the Complaint are admitted.

12. The allegations contained in Paragraph 12 of the Complaint are admitted.

13. The allegations contained in Paragraph 13 of the Complaint are admitted.

14. The allegations contained in Paragraph 14 of the Complaint are admitted.

15. The allegations contained in Paragraph 15 of the Complaint are admitted.

16. The allegations contained in Paragraph 16 of the Complaint are admitted.

17. The allegations contained in Paragraph 17 of the Complaint are admitted.

18. The Defendant is without sufficient knowledge to neither admit nor deny the allegations contained in Paragraph 18 of the Complaint.

19. The allegations contained in Paragraph 19 of the Complaint are admitted.

20. The allegations contained in Paragraph 20 of the Complaint are admitted.

21. The allegations contained in Paragraph 21 of the Complaint are admitted.

22. The allegations contained in Paragraph 22 of the Complaint are admitted.

23. The allegations contained in Paragraph 23 of the Complaint are admitted.

24. The allegations contained in Paragraph 24 of the Complaint are admitted .

25. The allegations contained in Paragraph 25 of the Complaint are admitted.

26. The allegations contained in Paragraph 26 of the Complaint are admitted.

27. The allegations contained in Paragraph 27 of the Complaint are admitted.

28. The allegations contained in Paragraph 28 of the Complaint are admitted.
29. The allegations contained in Paragraph 29 of the Complaint are admitted.
30. The allegations contained in Paragraph 30 of the Complaint are admitted.
31. The allegations contained in Paragraph 31 of the Complaint are admitted.
32. The allegations contained in Paragraph 32 of the Complaint are admitted.
33. The allegations contained in Paragraph 33 of the Complaint are admitted.
34. The allegations contained in Paragraph 34 of the Complaint are admitted.
35. The allegations contained in Paragraph 35 of the Complaint are admitted.
36. The allegations contained in Paragraph 36 of the Complaint are admitted.
37. The allegations contained in Paragraph 37 of the Complaint are admitted.
38. The Defendant is without sufficient knowledge to neither admit nor deny the allegations contained in Paragraph 38 of the Complaint.
39. The allegations contained in Paragraph 39 of the Complaint are admitted.
40. The allegations contained in Paragraph 40 of the Complaint are admitted.
41. The allegations contained in Paragraph 41 of the Complaint are admitted.
42. The allegations contained in Paragraph 42 of the Complaint are admitted.
43. The allegations contained in Paragraph 43 of the Complaint are admitted.
44. The allegations contained in Paragraph 44 of the Complaint are admitted.
45. The allegations contained in Paragraph 45 of the Complaint are admitted.
46. The allegations contained in Paragraph 46 of the Complaint are admitted.
47. The allegations contained in Paragraph 47 of the Complaint are admitted.
48. The allegations contained in Paragraph 48 of the Complaint are admitted.
49. The Defendant is without sufficient knowledge to neither admit nor deny the

allegations contained in Paragraph 49 of the Complaint.

COUNT I

50. The allegations contained in Paragraph 50 of the Complaint are admitted.

51. The allegations contained in Paragraph 51 of the Complaint are denied.

52. The allegations contained in Paragraph 52 of the Complaint are admitted.

53. The allegations contained in Paragraph 53 of the Complaint are admitted.

54. The Defendant is without sufficient knowledge to neither admit nor deny the allegations contained in Paragraph 54 of the Complaint.

55. The Defendant is without sufficient knowledge to neither admit nor deny the allegations contained in Paragraph 55 of the Complaint.

56. The Defendant is without sufficient knowledge to neither admit nor deny the allegations contained in Paragraph 56 of the Complaint.

57. The Defendant is without sufficient knowledge to neither admit nor deny the allegations contained in Paragraph 57 of the Complaint.

58. The allegations contained in Paragraph 58 of the Complaint are denied.

COUNT II

59. In response to the allegation made in Paragraph 59 of the Complaint, Defendant realleges its responses to the allegations made in Paragraph 1-58 as if fully stated herein.

60. The allegations contained in Paragraph 60 of the Complaint are admitted

61. The Defendant is without sufficient knowledge to neither admit nor deny the allegations contained in Paragraph 61 of the Complaint

62. The Defendant is without sufficient knowledge to neither admit nor deny the

allegations contained in Paragraph 62 of the Complaint.

63. The allegations contained in Paragraph 63 of the Complaint are denied.

64. The allegations contained in Paragraph 64 of the Complaint are denied.

65. The Defendant is without sufficient knowledge to neither admit nor deny the allegations contained in Paragraph 65 of the Complaint.

66. The allegations contained in Paragraph 66 of the Complaint are denied.

COUNT III

67. In response to the allegation made in Paragraph 67 of the Complaint, Defendant realleges its responses to the allegations made in Paragraph 1-66 as if fully stated herein.

68. The allegations contained in Paragraph 68 of the Complaint are admitted.

69. The Defendant is without sufficient knowledge to neither admit nor deny the allegations contained in Paragraph 69 of the Complaint.

70. The allegations contained in Paragraph 70 of the Complaint are denied

71. The allegations contained in Paragraph 71 of the Complaint are denied.

COUNT IV

72. In response to the allegation made in Paragraph 72 of the Complaint, Defendant realleges its responses to the allegations made in Paragraph 1-71 as if fully stated herein.

73. The allegations contained in Paragraph 73 of the Complaint are admitted.

74. The Defendant is without sufficient knowledge to neither admit nor deny the allegations contained in Paragraph 74 of the Complaint.

75. The allegations contained in Paragraph 75 of the Complaint are denied.

COUNT V

76. In response to the allegation made in Paragraph 76 of the Complaint, Defendant realleges its responses to the allegations made in Paragraph 1-75 as if fully stated herein.

77. The allegations contained in Paragraph 77 of the Complaint are denied.

COUNT VI

78. In response to the allegation made in Paragraph 78 of the Complaint, Defendant realleges its responses to the allegations made in Paragraph 1-77 as if fully stated herein.

79. The allegations contained in Paragraph 79 of the Complaint are denied.

COUNT VII

80. In response to the allegation made in Paragraph 80 of the Complaint, Defendant realleges its responses to the allegations made in Paragraph 1-79 as if fully stated herein.

81. The allegations contained in Paragraph 81 of the Complaint are admitted.

AFFIRMATIVE DEFENSES

1. The payments referenced in the Complaint were in payment of a debt incurred by the Debtor in the ordinary course of business of the Debtor and the transferee and were made in the ordinary course of business of the Debtor and transferee and business terms.

WHEREFORE, it is prayed that this Honorable Court dismiss the Plaintiff's Complaint herein, and grant such other and further relief as is just.

Respectfully submitted,

COHEN, BALDINGER & GREENFELD, LLC

By: /s/ Steven H. Greenfeld
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CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was mailed first class postage prepaid or served electronically via the CM/ECF system on the 22nd day of July, 2005 to the following:

Jeffrey M. Orenstein, Esq.
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/s/ Steven H. Greenfeld
Steven H. Greenfeld